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S+R

November 18, 2005

VIA COURIER

Federal Communications Commission
Wireline Competition Bureau - Competition Policy Division
P.O. Box 358145
Pittsburgh, PA 15251-5145

Re: Time Warner Cable Information Services (Texas), L.P.
Application for Section 214 Transfer of Control and
Section 63.71 Authorization

Dear Sirs:

Please find enclosed for filing an original and five copies of the above-captioned application on behalf of Time Warner Cable Information Services (Texas), LLC. We have also attached the requisite FCC Form 159 and an application filing fee of \$895.

Please date-stamp the extra copy of this application and return it with the courier. Any questions regarding the enclosed application should be addressed to the undersigned.

Respectfully submitted,



Aaron Futch
Attorney for Time Warner Cable
Information Services (Texas), L.P.

Enclosures

**BEFORE THE
FEDERAL COMMUNICATIONS COMMISSION
WASHINGTON, D.C. 20554**

In the Matter of)	
)	
Domestic Section 214 Application Filed for)	
Acquisition of Certain Assets of)	
Time Warner Cable Information)	
Services (Texas), L.P.)	
By Verizon Southwest)	
)	
And)	WC Docket No. _____
)	
Application of Time Warner Cable)	
Information Services (Texas), L.P.)	
for Authority to Discontinue)	
Certain U.S. Domestic Telecommunications)	
Services)	
)	
)	

COMBINED SECTION 214 AND SECTION 63.71 APPLICATION

Time Warner Cable Information Services (Texas), L.P. ("TWCIS" or the "Transferor") hereby requests authority pursuant to Section 214(a) of the Communications Act of 1934, as amended, 47 U.S.C. § 214(a), and Sections 63.03 and 63.04 of the rules of the Federal Communications Commission ("Commission"), 47 C.F.R. § 63.03, 63.04, for the sale of certain local exchange assets of TWCIS to GTE Southwest Incorporated, doing business as Verizon Southwest ("Verizon" or the "Transferee").

TWCIS also requests authority pursuant to Section 214(a) of the Communications Act, 47 U.S.C. § 214(a), and Section 63.71 of the Commission's rules, 47 C.F.R. § 63.71, to

discontinue the provision of circuit-switched domestic telecommunications services to its customers in Kyle, Texas.¹

TWCIS requests that the Commission accept the instant application for streamlined treatment.

I. Introduction and Description of the Transaction

Time Warner Cable Information Services (Texas), L.P. is a Delaware limited partnership that offers facilities-based telecommunications services in Texas. It provides voice telephony services to customers located in portions of the Plum Creek subdivision located in Kyle, Texas, using circuit-switched technology.

On August 25, 2005, the parties entered into an Asset Purchase Agreement to transfer certain telecommunications assets. TWCIS intends to sell to Verizon copper-loop facilities in the Plum Creek development located in Kyle, Texas. Commission approval of the transfer of TWCIS's loop facilities in Kyle will allow Verizon to provide high-quality switched communications services to customers who choose Verizon services who were formerly TWCIS's customers in Kyle using existing facilities.

At the time of the transfer of assets, TWCIS will discontinue its circuit-switched telephone service to its customers in Kyle. These customers will have the option of obtaining voice service from Verizon or from TWCIS's affiliate, Time Warner Cable, which offers Voice over Internet Protocol ("VoIP")-based "Digital Phone" service using Time Warner

¹ The instant application applies only to circuit-switched services offered by TWCIS. Nothing herein should be construed to imply that other services provided by TWCIS or Time Warner Cable Inc. constitute "telecommunications services."

Cable's cable facilities. Therefore, TWCIS also requests authority under Section 63.71 of the Commission's rules to discontinue service.

II. Argument

TWCIS currently provides circuit-switched local exchange and toll services to approximately 350 residential customers in the Plum Creek development in Kyle, Texas. In keeping with its long-term plans, TWCIS has decided to discontinue its provision of circuit-switched service and to provide, through its affiliate Time Warner Cable, only VoIP-based Digital Phone service. TWCIS therefore now requests authority to transfer its circuit-switched assets in Kyle and discontinue providing circuit-switched telephone service.

Neither the present nor future public convenience and necessity will be adversely affected by this proposed transaction and discontinuance of service. Time Warner Cable is already offering its Digital Phone service to the affected customers. In addition, Verizon will use these facilities to offer circuit-switched service to customers in Kyle, thereby providing customers the option to choose from two providers.

Moreover, the effect of the discontinuance on TWCIS's circuit-switched customers in Kyle will be minimized by the availability of alternative services. As stated above, Digital Phone service is available to the affected customers, and residents of the Plum Creek development will also have the option of subscribing to circuit-switched service from Verizon. On the last day of TWCIS's circuit-switched service in Kyle — December 15, 2005, or after the granting of the instant application, whichever is earlier — Verizon will perform a "flash cut" on the lines of those customers who have ordered circuit-switched service from Verizon, which will allow those customers to enjoy uninterrupted service.

Customers who have subscribed to Digital Phone service will also be switched over on or before that deadline. Customers who choose not to obtain new service from Verizon or to subscribe to Digital Phone by December 15, 2005, have been provided adequate notice of the discontinuance of service by TWCIS.

III. Information Relating to the Section 63.04 Application

Pursuant to Section 63.04 of the Commission's rules, TWCIS provides the following information in support of this application:

A. Information Required by Section 63.04(a)(1)-(12)

1. Name, Address, and Telephone Numbers

Transferor:

Time Warner Cable Information Services (Texas), L.P.
c/o Time Warner Cable Inc.
290 Harbor Drive
Stamford, CT 06902
(203) 351-2000

Transferee:

GTE Southwest Inc.
600 Hidden Ridge
Irving, TX 75038
(972) 718-6924

2. Place of Corporate Organization

Transferor:

Time Warner Cable Information Services (Texas), L.P., is a Delaware limited partnership formed on July 11, 2003, holding Certification No. 3682319.

Transferee:

GTE Southwest Incorporated, is a Delaware Corporation.

3. Contact Information

All correspondence concerning this application should be addressed to the following individuals.

Transferor's attorneys:

Henk Brands
Aaron Futch
Paul, Weiss, Rifkind, Wharton & Garrison LLP
1615 L Street, N.W.
Washington, DC 20036
Phone: (202) 223-7300
Fax: (202) 223-7420

Transferor:

Julie Y. Patterson
Secretary
Time Warner Cable Information Services (Texas), L.P.
290 Harbor Drive
Stamford, CT 06902
Phone: (203) 351-2000
Fax: (203) 328-4840

Transferee's attorney:

Tiffany L. Russo
1515 N. Court House Rd
Room 403
Arlington, VA 2201
Phone: 703-351-3086
Fax: 703-351-3664

Transferee:

Carl Erhart
Executive Director — Regulatory
816 Congress Avenue

Austin, TX 78701
Phone: 512-477-8986
Fax: 512-370-4275

4. Equity Ownership

Transferor:

The parent of Time Warner Cable Information Services (Texas), L.P. is Time Warner Cable Inc. Time Warner Cable Inc. is a subsidiary of Time Warner Inc. (NYSE: TWX), which was formed in 2001 through the merger of America Online and Time Warner Inc. The Time Warner family of companies includes America Online, Warner Bros., HBO, CNN, Turner Broadcasting Systems and Time Inc. magazines. An indirect ownership interest of 17.9% in Time Warner Cable Inc. is indirectly held, through a trust, by Comcast Corp., a publicly held company. There are no other 10% or greater direct or indirect shareholders of Time Warner Cable Information Services (Texas), L.P.

Transferee:

4. GTE Southwest Incorporated is a wholly owned subsidiary of GTE Corporation. More than 95% of GTE Corporation is owned by Verizon Communications Inc. The balance is owned by NYNEX Corporation, which is a wholly-owned subsidiary of Verizon Communications Inc. GTE Corporation is a corporation organized under the laws of New York. NYNEX Corporation is a corporation organized under the laws of Delaware. Verizon Communications Inc. is a publicly held corporation organized under the laws of Delaware. No entity owns 10 percent or more of the equity in Verizon Communications Inc. Verizon Communications Inc. NYNEX Corporation, and GTE Corporation have their principal offices located at 1095 Avenue of the Americas, New York, NY 10036.

5. Certification Pursuant to Rules 1.2001 Through 1.2003

TWCIS hereby certifies that no party to the application is subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act.

6. Description of the Transaction

A description of the transaction is set forth in Section I of the instant application.

7. Geographic Areas and Services

Transferor:

TWCIS offers facilities-based telecommunications services in Texas. TWCIS's affiliate, Time Warner Cable, provides multiple communications services to residential and business customers, including digital cable television, VoIP-based voice telephony, and high-speed access to the Internet.

Transferee:

Verizon offers a variety of facilities-based communications services in Texas, including local exchange service, domestic and international long distance services, and high-speed data service.

8. Expedited Treatment and Qualification for Streamlined Treatment of Application

Although the proposed transaction does not appear to meet any of the categories for *presumptive* streamlined treatment set forth in Section 63.03(b) of the Commission's Rules, the transaction is similar in character to the presumptive streamlined category described in Section 63.03(b)(1)(iii). This category permits streamlined treatment for transactions "involv[ing] only the transfer of the local exchange assets of an incumbent LEC by means

other than an acquisition of corporate control.” The Commission has previously found that such transactions “are unlikely to raise the potential of competitive harm.”²

Although TWCIS is not an “incumbent LEC” as that term is defined in the Communications Act,³ the proposed transaction is even less likely to cause competitive harm than a transaction “involv[ing] only the transfer of the local exchange assets of an incumbent LEC.” TWCIS’s affiliate, Time Warner Cable, will continue to offer competitive facilities-based communications service to customers in Kyle. And as a result of this transaction, the number of facilities-based communications services available to customers in Kyle will increase, as those customers will be able to choose voice service from Verizon as well. TWCIS therefore requests the same streamlined treatment of its application that an ILEC would receive.

In the event that the Commission finds that the instant application is not appropriate for streamlined treatment, the TWCIS requests expedited treatment of the instant application.

**9. Other Applications Pending or to be Filed with the Commission
Related to the Same Transaction**

None.

10. Special Considerations Because of Imminent Business Failure

None.

11. Identification of Separately Filed Waiver Requests

None.

² See *Implementation of Further Streamlining Measures for Domestic Section 214 Authorizations*, Report and Order, 17 FCC Rcd 5517, ¶ 33 (2002).

12. Public Interest Statement

As described more fully above, by granting this application, the Commission will serve the public interest, convenience, and necessity by increasing the number of competitive facilities-based service offerings available to TWCIS's current circuit-switched telephone customers in Kyle.

IV. Information Relating to the Section 63.71 Application

Pursuant to Section 63.71 of the Commission's rules, TWCIS provides the following information in support of this application:

A. Information Required by Section 63.71(a)(1)-(4)

1. Name and address of carrier:

Time Warner Cable Information Services (Texas), L.P.
290 Harbor Drive
Stamford, CT 06902

2. Date of Planned Service Discontinuance:

December 15, 2005, or after the granting of the instant application, whichever is earlier.

3. Geographic Areas Affected:

Plum Creek development in Kyle, Texas.

4. Brief description of type of service affected:

Circuit-switched local and toll service.

³ 47 U.S.C. § 251(h)(1).

B. Notification Requirements

TWCIS notified all affected customers of this proposed discontinuance by letter sent on October 12, 2005, a copy of which is included with this application. The notification informed customers of the discontinuance of the circuit-switched service and informed them of their options, including offerings from Verizon and Time Warner Cable's VoIP-based services. A follow-up notice was sent to customers on November 11, 2005, indicating the final date for termination of this service. All notifications included the content required by Section 63.71(a).

TWCIS certifies that, concurrent with the filing of this application, it is submitting a copy of this application to the Governor of the State of Texas, the Public Utility Commission of Texas, and to the Special Assistant for Telecommunications to the Secretary of Defense, as required by Section 63.71(a).

C. Regulatory Status

In connection with the services here at issue, TWCIS is regulated as a non-dominant carrier.

Conclusion

For the reasons discussed above, the Commission should approve the instant application.

Respectfully submitted,

A handwritten signature in black ink, appearing to be 'A. Futch', written over a horizontal line.

HENK BRANDS

AARON FUTCH

PAUL, WEISS, RIFKIND,

WHARTON & GARRISON LLP

1615 L Street, N.W.

Washington, D.C. 20036

(202) 223-7300

November 18, 2005

*Attorneys for Time Warner Cable Information
Services (Texas), L.P.*

CERTIFICATE OF SERVICE

I hereby certify that, on this 18th day of November 2005, I caused copies of the foregoing Combined Section 214 and Section 63.71 Application to be served upon the parties listed below by hand-delivery (designated by an asterisk) or by first-class mail, postage prepaid.

Marlene H. Dortch *
Secretary
Federal Communications Commission
236 Massachusetts Avenue, N.E.
Suite 110
Washington, D.C. 20002
(original + 5 copies)

The Honorable Rick Perry
Governor of the State of Texas
Office of the Governor
P.O. Box 12428
Austin, Texas 78711-2428
(1 copy)

Clerk
Public Utility Commission of Texas
1701 N. Congress Avenue
P.O. Box 13326
Austin, Texas 78711-3326
(1 copy)

Secretary of Defense
Attn: Special Assistant for Telecommunications
The Pentagon
Washington, D.C. 20301
(1 copy)


Aaron Futch

Time Warner Cable
12012 North Moyle Expressway
Austin, TX 78758

Tel 512.485.5555
Fax 512.485.6105
www.timewarnercable.com



October 12, 2005

IMPORTANT NOTICE ABOUT YOUR TELEPHONE SERVICE - ACTION REQUIRED

Dear Valued Customer:

Thank you for being a loyal Time Warner Cable customer. We are writing to let you know that Time Warner Cable is about to embark upon a change that will affect your local telephone service. As of December 15, 2005, Time Warner Cable will no longer provide the local telephone service you currently receive. Time Warner Cable will, however, continue to offer another local and long distance telephone offering--Digital Phone service-- in addition to cable television service and Road Runner high-speed Internet service in Plum Creek. In addition, Verizon Southwest has agreed to acquire certain facilities of Time Warner Cable and plans to begin providing its local telephone service in Plum Creek on December 15, 2005. Time Warner Cable and Verizon—or another local provider of your choosing—will work together to ensure that the transition of your current telephone service from Time Warner Cable to another service or provider is as smooth and seamless as possible.

You have the right to select the local service provider and preferred long distance carrier of your choice and may select either Verizon's local service, Time Warner's Digital Phone service or the local service of another company. At this time, and until the network is transferred to Verizon on December 15, 2005, the only other local telephone service (other than your current service) we are aware of is offered in Plum Creek is Time Warner Cable's Digital Phone service. If you wish to transfer your current telephone service to Time Warner Cable's Digital Phone service, you may contact Time Warner Cable at (800) 418-8848. If you wish to obtain telephone service from Verizon, beginning on December 15, 2005, residential customers should contact a Verizon customer service representative at (800) 483-4000 by December 1, 2005. Business customers that wish to obtain telephone service from Verizon beginning on December 15, 2005, should contact a Verizon customer service representative at (800) 483-5000 by December 1, 2005.

Your action is required! You must select a new local telephone provider as quickly as possible. Unless you call Verizon or another telephone service provider by December 1, 2005, or request Digital Phone service from Time Warner Cable by December 1, 2005, your telephone service will be discontinued on December 15, 2005.

If you elect to obtain telephone service from a local service provider other than Time Warner Cable or Verizon, you should contact that company immediately to ensure your service is initiated on or before December 15, 2005. Please be advised that any service provider you select may impose service initiation charges and/or deposit requirements in order to implement your new telephone service. If you choose to disconnect your service or you require assistance, please contact Time Warner Cable at (800) 248-1487.

Time Warner Cable appreciates your patience through this transition period. If you have any questions about the upcoming change to your telephone service, you may contact Time Warner Cable at (800) 248-1487 or Verizon at (800) 483-4000 for residential service and (800) 483-5000 for business service.

Sincerely,



Rachel Baranek
Vice President, Digital Phone
TIME WARNER CABLE - Austin

Time Warner Cable has applied for FCC approval of this proposed discontinuance. The FCC will normally authorize this proposed discontinuance of service unless it is shown that customers would be unable to receive service or a reasonable substitute from another carrier or that the public convenience and necessity is otherwise adversely affected. If you wish to object, you should file your comments within 30 days after receipt of this notification. Address them to the Federal Communications Commission, 445 12th Street SW, Washington, DC 20554, referencing the § 63.71 Application of Time Warner Cable Information Services (Texas), L.P. Comments should include specific information about the impact of this proposed discontinuance upon you or your company, including any inability to acquire reasonable substitute service.

Time Warner Cable
12012 North Mo'ise Expressway
Austin, TX 78751

Tel 512 485 5555
Fax 512 485 6105
www.timewarneraustin.com



November 11, 2005

FINAL NOTICE REGARDING YOUR TELEPHONE SERVICE

ACTION REQUIRED NOW

Dear Valued Customer:

On October 12, 2005, we notified you that the telephone service you currently receive from Time Warner Cable (which was previously provided by CTT) will be **disconnected** on December 15, 2005 and that you **must** select another type of telephone service by **December 1, 2005** in order to avoid the loss of your telephone service.

Your action is required! You must select a new local telephone provider as quickly as possible. Unless you call Verizon or another telephone service provider by December 1, 2005, or request Digital Phone service from Time Warner Cable by December 1, 2005, your telephone service will be disconnected on December 15, 2005. If your service gets disconnected, you will not be able to retain your phone number. That is why it is so important you take action today.

As of December 15, 2005, Time Warner Cable will no longer provide the local telephone service you currently receive. Verizon Southwest has agreed to acquire certain facilities of Time Warner Cable and plans to begin providing its local telephone service in Plum Creek on December 15, 2005. Time Warner Cable and Verizon—or another local provider of your choosing—will work together to ensure that the transition of your current telephone service from Time Warner Cable to another service or provider is as smooth and seamless as possible.

You have the right to select the local service provider and preferred long distance carrier of your choice and may select either Verizon's local service, Time Warner's Digital Phone service or the local service of another company. At this time, and until the network is transferred to Verizon on December 15, 2005, the only other local telephone service (other than your current service) we are aware is offered in Plum Creek is Time Warner Cable's Digital Phone service. If you wish to transfer your current telephone service to Time Warner Cable's Digital Phone service, you may contact Time Warner Cable at (800) 418-8848. If you wish to obtain telephone service from Verizon, beginning on December 15, 2005, residential customers should contact a Verizon customer service representative at (800) 483-4000 by **December 1, 2005**. Business customers that wish to obtain telephone service from Verizon beginning on December 15, 2005,

should contact a Verizon customer service representative at (800) 483-5000 by December 1, 2005.

If you elect to obtain telephone service from a local service provider other than Time Warner Cable or Verizon, you should contact that company immediately to ensure your service is initiated on or before December 15, 2005. Please be advised that any service provider you select may impose service initiation charges and/or deposit requirements in order to implement your new telephone service. If you choose to disconnect your service or you require assistance, please contact Time Warner Cable at (800) 248-1487.

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Sincerely,



Rachel Baranek
Vice President, Digital Phone
TIME WARNER CABLE - Austin

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